

MARRIOTT INTERNATIONAL INC /MD/
Form 4
October 12, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT JOHN W III

2. Issuer Name and Ticker or Trading Symbol
MARRIOTT INTERNATIONAL INC /MD/ [MAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10400 FERNWOOD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Lodging

BETHESDA, MD 20817

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	10/10/2005		M		3,303	A	\$ 17.03
							406,765
Class A Common Stock	10/10/2005		M		3,303	A	\$ 16.75
							410,068
Class A Common Stock	10/10/2005		S		1,900	D	\$ 62.63
							408,168
Class A Common	10/10/2005		S		200	D	\$ 62.66
							407,968

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

Stock									
Class A Common Stock	10/10/2005	S	500	D	\$ 62.7	407,468	D		
Class A Common Stock	10/10/2005	S	500	D	\$ 62.71	406,968	D		
Class A Common Stock	10/10/2005	S	503	D	\$ 62.72	406,465	D		
Class A Common Stock	10/10/2005	S	200	D	\$ 62.73	406,265	D		
Class A Common Stock	10/10/2005	S	2,500	D	\$ 62.77	403,765	D		
Class A Common Stock	10/10/2005	S	303	D	\$ 62.78	403,462	D		
Class A Common Stock	10/10/2005	M	3,200	A	\$ 25.1	406,662	D		
Class A Common Stock	10/10/2005	S	2,800	D	\$ 62.8	403,862	D		
Class A Common Stock	10/10/2005	S	200	D	\$ 62.82	403,662	D		
Class A Common Stock	10/10/2005	S	200	D	\$ 62.83	403,462	D		
Class A Common Stock						329,360	I		Beneficiary 1
Class A Common Stock						385,480	I		Beneficiary 2
Class A Common Stock						5,413,980	I		By Corporation
Class A Common Stock						160,000	I		LP Partnership

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

Class A Common Stock	9,734	I	Sp Trustee 1
Class A Common Stock	9,734	I	Sp Trustee 2
Class A Common Stock	5,054	I	Sp Trustee 3
Class A Common Stock	15,605	I	Spouse
Class A Common Stock	25,877	I	Trustee 1
Class A Common Stock	21,145	I	Trustee 2
Class A Common Stock	15,057	I	Trustee 3

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Class A Employee Stock Option	\$ 17.03	10/10/2005		M	3,303	⁽¹⁾ 11/02/2010	Class A Common Stock	3,303

